

# NOTICE OF ANNUAL GENERAL MEETING

To the Shareholders of **HF GROUP Pic**

**NOTICE IS HEREBY GIVEN** that in accordance with Articles 59 and 60 of the Articles of Association of the Company, the 55<sup>th</sup> Annual General Meeting of the Company will be held via electronic communication on Friday, 28<sup>th</sup> May 2021 at 12.00 noon to conduct the following business:

1. To table the proxies and note the presence of a quorum.
2. To read the notice convening the meeting.
3. To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2020, together with the Chairman's, the Directors' and Auditor's Reports thereon.
4. To note that the Directors do not recommend the payment of a dividend for the year ended 31<sup>st</sup> December 2020.
5. To elect Directors:
  - a) Ms. Gladys Karuri retires by rotation in accordance with Article 105 of the Company's Articles of Association and, being eligible, does not offer herself for re-election.
  - b) Dr. Kaushik Manek retires by rotation in accordance with Article 105 of the Company's Articles of Association and, being eligible, does not offer himself for re-election.
  - c) Mr. Adan Mohammed retires by rotation in accordance with Article 105 of the Company's Articles of Association and, being eligible, does not offer himself for re-election.
6. To consider, and if thought fit, to authorize the Directors to appoint Independent Directors to sit as members of the Group Board Audit & Risk Committee.
7. To approve the Directors Remuneration Report for the year ended 31<sup>st</sup> December 2020.
8. To appoint PricewaterhouseCoopers (PWC) Kenya as the auditors of the Company in accordance with Sections 721 of the Companies Act, No. 17 of 2015 and to authorize the Directors to fix the remuneration of the auditors in terms of section 724 of the said Companies Act.

## SPECIAL BUSINESS

9. To consider, and if thought fit, to pass a Special Resolution pursuant to Section 22 of the Companies Act 2015, to amend the Articles of Association of the Company to be in line with the Companies Act No. 17 of 2015, with the Capital Markets Authority's Code of Corporate Governance Practices for Issuers to the Public and with good governance practice and to ratify and approve the publication of the full text of the proposed Special Resolution on the Company's website [www.hfgroup.co.ke](http://www.hfgroup.co.ke) such that the said Special Resolution will be valid and effective as if the full text had been included in the notice of the annual general meeting.
10. To consider and, if thought fit, to pass a Special resolution pursuant to Section 22 of the Companies Act, 2015, to adopt the revised Articles of Association of the Company.
11. To consider any other business for which due notice has been given.

## BY ORDER OF THE BOARD

**Regina Anyika**  
Company Secretary  
P.O. Box 30088, GPO 00100  
NAIROBI  
Date: 6<sup>th</sup> May 2021

## NOTES:

1. Shareholders wishing to participate in the meeting should register for the AGM by dialing \*483\*251# on their *Safaricom* mobile telephone or \*483\*251# on their *Airtel* & *Telkom* mobile telephone and follow the various prompts on the registration process. Shareholders will not incur any cost for such registration.
2. To complete the registration process, shareholders will need to provide their National ID/Passport Numbers which were used to purchase their shares

and/or their CDSC Account Number. For assistance shareholders should dial the following helpline number: **(+254) 709 170 000** from 9:00 a.m. to 3:00 p.m. from Monday to Friday. Shareholders outside Kenya should dial the helpline number for assistance during registration.

3. Registration for the AGM opens on **Thursday 6<sup>th</sup> May 2021 at 9:00 am** and will close on **Wednesday, 26<sup>th</sup> May 2021** at 11.00 a.m. Shareholders will not be able to register after this time.
  4. In accordance with Article 160 of the Company's Articles of Association, the following documents may be viewed on the Company's website [www.hfgroup.co.ke](http://www.hfgroup.co.ke) (a) a copy of this Notice and the proxy form; (b) the Company's Annual Report & Audited financial statements for the year ended 31<sup>st</sup> December 2020; (c) the amended Articles of Association of the Company to be approved for adoption;
  5. Any shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. Such proxy need not be a member of the Company.
  6. A proxy form is provided with the Annual Report. The proxy form can also be obtained from the Company's website [www.hfgroup.co.ke](http://www.hfgroup.co.ke) or from Image Registrars Limited, Absa Towers (formerly Barclays Plaza), 5<sup>th</sup> Floor, Loita Street, P. O. Box 9287 – 00100, Nairobi, Kenya. Shareholders who do not propose to be at the Annual General Meeting are requested to complete and return the proxy form to Image Registrars Limited, or alternatively to the Registered Office of the Company so as to arrive not later than **Wednesday, 26<sup>th</sup> May 2021** at 11.00 a.m.
  7. Duly signed proxy forms may also be emailed to [info@image.co.ke](mailto:info@image.co.ke) in PDF format. A proxy form must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under the Company's common seal or under the hand of an officer or duly authorized attorney of such body corporate.
  8. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so on or before **Wednesday, 26<sup>th</sup> May 2021** at 11.00 a.m by: (a) sending their written questions by email to [agmquestions@hfgroup.co.ke](mailto:agmquestions@hfgroup.co.ke); or (b) to the extent possible, physically delivering or posting their written questions with a return physical, postal or email address to the registered office of the Company or P.O. Box 30000 – 00100, Nairobi, or to Image Registrars offices at the address above. (c) Shareholders who will have registered to participate in the meeting shall be able to ask questions via sums by dialing the USSD code above and selecting the option (Ask Question) on the prompts (d) During the AGM, shareholders can send their questions by using the "Questions" tab on their livestream link.
- Shareholders must provide their full details (full names, National ID/Passport Number/CDSC Account Number) when submitting their questions or clarifications.
- The Company's directors will provide written responses to the questions received to the return physical, postal or email address provided by the Shareholder no later than 12 hours before the start of the AGM. A full list of all questions received, and the answers thereto will be published on the Company's website no later than 12 hours before the start of the AGM.
9. Registered Shareholders will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to Propose and Second the resolutions put forward in the notice.
  10. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the AGM. Duly registered shareholders and proxies will receive a short message service (SMS/ USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, as a reminder that the AGM will begin in an hours' time and providing a link to the live stream.
  11. Shareholders and proxies who have registered to attend the AGM may follow the proceedings using the live stream platform, access the agenda and vote (when prompted by the chairman) via the USSD prompts.
  12. Results of the resolutions voted on will be published on the Company's website i.e. [www.hfgroup.co.ke](http://www.hfgroup.co.ke) within 48 hours following conclusion of the AGM.